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09 JUN 26 PM 3:09

CLERK OF COURT

Amend
06/26/09
DC



LINDA B. CHARITY
ACTING COMMISSIONER

OFFICE OF FINANCIAL REGULATION

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL McCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

June 25, 2009

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the articles of incorporation for AmericanFirst Bank, Clermont, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: John P. Greeley, Esq.
Smith Mackinnon, PA
Post Office Box 2254
Orlando, Florida 32802-2254
- (3) Mail one copy to: Ms. Margaret A. Burke
President and Chief Executive Officer
AmericanFirst Bank
183 North Highway 27
Clermont, Florida 34711-2401

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

Willie Barnes
Willie Barnes
Financial Control Analyst
Bureau of Bank Regulation

WB

Enclosures (3)

SMITH MACKINNON, PA

ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

June 19, 2009

Via Federal Express

Linda B. Charity, Director
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: AmericanFirst Bank
Clermont, Florida

RECEIVED
DEPARTMENT OF
FINANCIAL SERVICES
2009 JUN 22 AM 11:06
CASHIER'S OFFICE

Dear Ms. Charity:

Enclosed are three manually signed originals of an amendment to the Bank's Articles of Incorporation increasing its authorized shares of common stock. This amendment was approved by the Bank shareholders on April 15, 2009. The increase in the authorized shares of common stock will facilitate a planned stock offering by the Bank to increase the capital of the Bank.

I would appreciate it if you could have the enclosed Articles of Amendment filed at your earliest convenience, and have one certified copy returned to me.

If you have any questions regarding the enclosed, please call me at your convenience. As always, we appreciate your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: Margaret A. "Peg" Burke
Chief Executive Officer
AmericanFirst Bank

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICANFIRST BANK**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of AmericanFirst Bank are hereby amended as follows:

FIRST: Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

The total number of shares authorized to be issued by the corporation shall be 10,000,000 shares. Such shares shall be of a single class of common stock and shall have a par value of \$5.00 per share.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on April 15, 2009 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 17th day of June, 2009.

AMERICANFIRST BANK

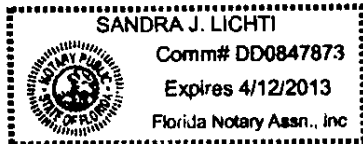
By:




Margaret A. "Reg" Burke
President and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF LAKE)

The foregoing instrument was acknowledged before me this 17th day of June, 2009, by Margaret A. "Peg" Burke, President and Chief Executive Officer, of AmericanFirst Bank, a Florida banking corporation, on behalf of the corporation.

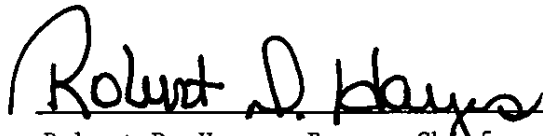



Printed Name: Sandra J. Lichti
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____

APPROVAL

Approved by the Florida Office of Financial Regulation on this 25 day of June
2009.


Robert D. Hayes, Bureau Chief
Division of Financial Institutions
Office of Financial Regulation
By Delegated Authority